

DAVIS POLK & WARDWELL

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NEW YORK, N.Y. 10017  
212-450-4000  
FAX: 212-450-4800

2-1, MARUNOUCHI 1-CHOME  
CHIYODA-KU, TOKYO 100

MESSEURM  
60308 FRANKFURT AM MAIN

3A CHATER ROAD  
HONG KONG

WRITER'S DIRECT NUMBER:

1300 I STREET, N.W.  
WASHINGTON, D.C. 20005

4, PLACE DE LA CONCORDE  
75008 PARIS

1 FREDERICK'S PLACE  
LONDON EC2R 8AB

19510-ATB

REGISTRATION NO. FILED 1995

JUN 30 1995 8:47 AM

June 30, 1995

Interstate Commerce Commission  
12th Street and Constitution Avenue, N.W.  
Washington, D.C. 20423

Re: TTX Company - Lease (No. 43-C)

Dear Mr. Secretary:

We enclose counterparts of the documents described below for recordation pursuant to Section 11303 of Title 49 of the United States Code:

Memorandum of Lease (No. 43-C) dated as of June 15, 1995, a primary document;

Memorandum of Lease Assignment (No. 43-C) dated as of June 15, 1995, a secondary document related to the aforesaid memorandum of lease; and

Memorandum of Equipment Trust Agreement (No. 43-C) dated as of June 15, 1995, a primary document.

The names and addresses of the parties to the documents are as follows:

Memorandum of Lease:

Lessee: TTX Company  
101 North Wacker Drive  
Chicago, Illinois 60606

Lessor and  
Owner Trustee: First Security Bank of Utah,  
National Association, not in its individual capacity but  
solely as trustee for  
TTX Lease 43-C Trust, a Utah trust  
79 South Main Street  
Salt Lake City, Utah 84111

RECEIVED  
OFFICE OF THE  
SECRETARY  
JUN 30 8 47 AM '95  
LICENSING BRANCH

Countersparts - Donald O'Leary

Memorandum of Lease Assignment:

Assignee: First Security Bank of Idaho,  
National Association  
79 South Main Street  
Salt Lake City, Utah 84111

Assignor: First Security Bank of Utah,  
National Association, not in its individual capacity but  
solely as trustee for  
TTX Lease 43-C Trust, a Utah trust  
79 South Main Street  
Salt Lake City, Utah 84111

Memorandum of Equipment Trust Agreement:

Trustee: First Security Bank of Idaho,  
National Association  
79 South Main Street  
Salt Lake City, Utah 84111

Owner Trustee: First Security Bank of Utah,  
National Association, not in its individual capacity but  
solely as trustee for  
TTX Lease 43-C Trust, a Utah trust  
79 South Main Street  
Salt Lake City, Utah 84111

The equipment covered by the documents consists of the railroad equipment described in Schedule A attached to each of the aforesaid documents. Such equipment is marked with the reporting marks and road numbers of TTX Company listed in said schedule.

A fee of sixty-three dollars (\$63.00) is enclosed. Please return all counterparts not needed by you to the delivering messenger, for delivery to David Strupp, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017.

A short summary of each document to appear in the index follows:

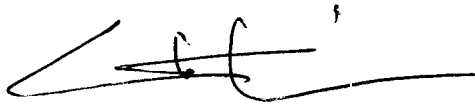
Memorandum of Lease (No. 43-C) dated as of June 15, 1995, between TTX Company, as lessee, and First Security Bank of Utah, National Association, not in its individual capacity but solely as trustee for TTX Lease 43-C Trust, a Utah trust, as owner trustee and lessor, evidencing a Lease of Railroad Equipment dated as of said date between said parties covering three-unit drawbar-connected all-purpose double-stack well cars for carrying containers or trailers, four-unit drawbar-connected all-purpose double-stack well cars for

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers thereunto duly authorized:

TTX COMPANY

By \_\_\_\_\_  
Name: Thomas D. Marion  
Title: Treasurer

FIRST SECURITY BANK OF UTAH,  
NATIONAL ASSOCIATION, not in its individual  
capacity but solely as trustee for TTX Lease 43-C  
Trust

By  \_\_\_\_\_  
Name: C. Scott Nielsen  
Title: Asst. Vice President

STATE OF ILLINOIS                    )  
  ) SS.:  
COUNTY OF COOK                    )

On this \_\_\_\_ day of June, 1995, before me personally appeared Thomas D. Marion, to me personally known, who, by me being duly sworn, says that he is Treasurer of TTX COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said company, and that said instrument was signed and sealed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

\_\_\_\_\_  
Notary Public

(Seal)

My commission expires

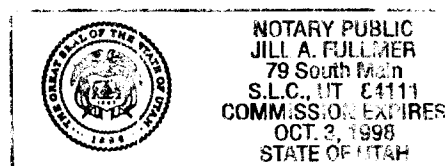
STATE OF UTAH                    )  
  ) SS.:  
COUNTY OF SALT LAKE            )

On this 20<sup>th</sup> day of June, 1995, before me personally appeared C. Scott Nielsen, to me personally known, who, by me being duly sworn, says that he is a(n) Asst. Vice Pres of First Security Bank of Utah, National Association, that said instrument was signed and sealed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jill A. Fullmer  
Notary Public

(Seal)

My commission expires



TL43  
06/27/95

SCHEDULE A

TTX COMPANY  
LEASE NO. 43C  
DATED AS OF JUNE 15, 1995  
CLOSING ON JUNE 30, 1995

LIBERTY NATIONAL LEASING CO.

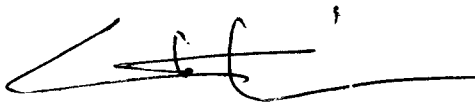
BUILDER/ CAR TYPE	QUANTITY		CAR NUMBERS	DELIVERY PERIOD	CONTRACT
	CARS	PLATFORMS			
GUNDERSON, INC.					
THREE-UNIT DRAWBAR-CONNECTED ALL-PURPOSE DOUBLE-STACK WELL CARS FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- DTTX.	38 11	114 33	427601-427638. 427677-427687.	MAR-APR, '95 APR-MAY, '95	T-2A94-F T-5A94-F
FOUR-UNIT DRAWBAR-CONNECTED ALL-PURPOSE DOUBLE-STACK WELL CARS FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- DTTX.	20 4	80 16	427419-427438. 427922-427925.	FEB-MAR, '95 APRIL, '95	T-2094-F T-5094-F
NATIONAL STEEL CAR LIMITED					
FIVE-UNIT ARTICULATED ALL-PURPOSE SPINE FLATCARS WITH RETRACTABLE HITCHES FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- TTAX.	15	75	753058-753071, 753295.	APRIL, '95	T-2A94-N
73-FOOT CENTER-PARTITIONED BULKHEAD FLATCARS WITH WINCH TIE-DOWN DEVICES FOR CARRYING PACKAGED LUMBER PRODUCTS- TTZX.	143	143	861896-861987, 861989-862006, 862008-862040.	MAR-APR, '95	T-2094-N
THRALL CAR MANUFACTURING					
SINGLE-UNIT ALL-PURPOSE DOUBLE-STACK WELL CARS FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- DTTX.	30	30	454120-454149.	JAN, '95	T-3A93-T
FIVE-UNIT ARTICULATED DOUBLE-STACK CONTAINER WELL CARS WITH CAPACITY FOR 20' TO 48' CONTAINERS IN ALL WELLS- DTTX.	25	125	720501-720525.	MAR-APR, '95	T-2094-T
TRINITY INDUSTRIES, INC.					
FIVE-UNIT ARTICULATED ALL-PURPOSE SPINE FLATCARS WITH RETRACTABLE HITCHES FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- TTAX.	58	290	554391-554448.	JAN-APR, '94	T-2094-P
TOTAL	344	906			

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers thereunto duly authorized:

TTX COMPANY

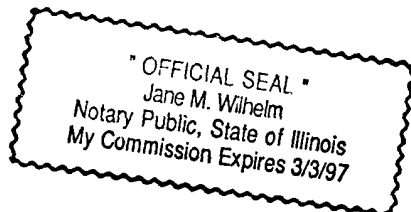
By \_\_\_\_\_  
Name: Thomas D. Marion  
Title: Treasurer

FIRST SECURITY BANK OF UTAH,  
NATIONAL ASSOCIATION, not in its individual  
capacity but solely as trustee for TTX Lease 43-C  
Trust

By  \_\_\_\_\_  
Name: C. Scott Nielsen  
Title: Asst. Vice President

STATE OF ILLINOIS            )  
                                      ) SS.:  
COUNTY OF COOK            )

On this 23 day of June, 1995, before me personally appeared Thomas D. Marion, to me personally known, who, by me being duly sworn, says that he is Treasurer of TTX COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said company, and that said instrument was signed and sealed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Jane M. Wilhelm  
Notary Public

(Seal)

My commission expires

STATE OF UTAH                )  
                                      ) SS.:  
COUNTY OF SALT LAKE        )

On this \_\_\_\_ day of June, 1995, before me personally appeared \_\_\_\_\_, to me personally known, who, by me being duly sworn, says that he is a(n) \_\_\_\_\_ of First Security Bank of Utah, National Association, that said instrument was signed and sealed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

(Seal)

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\_\_\_\_\_  
Notary Public

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  ) SS.:  
COUNTY OF SALT LAKE    )

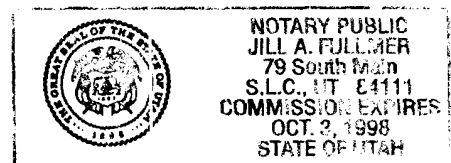
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Jill A. Fullmer  
Notary Public

(Seal)

My commission expires

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TL43  
06/27/95

SCHEDULE A

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LEASE NO. 43C  
DATED AS OF JUNE 15, 1995  
CLOSING ON JUNE 30, 1995

LIBERTY NATIONAL LEASING CO.

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